

OLD REPUBLIC INTERNATIONAL CORP

Form 4

November 14, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NARD CHRISTOPHER S2. Issuer Name and Ticker or Trading Symbol
OLD REPUBLIC
INTERNATIONAL CORP [ORI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

307 NORTH MICHIGAN
AVENUE, STE 2300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2013☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President - RFIG

CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					14,598	I	By ESSOP
Common Stock	11/07/2013		M	18,761 A	\$ 10.48 47,577	D	
Common Stock	11/07/2013		S	18,761 D	\$ 16.76 28,816	D	
Common Stock	11/07/2013		M	2,954 A	\$ 10.8 31,770	D	
Common Stock	11/07/2013		S	2,954 D	\$ 16.76 28,816	D	

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Common Stock	11/12/2013	M	23,239	A	\$ 10.48	52,055	D
Common Stock	11/12/2013	S	23,239	D	\$ 16.99	28,816	D
Common Stock	11/12/2013	M	546	A	\$ 10.8	29,362	D
Common Stock	11/12/2013	S	546	D	\$ 16.99	28,816	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2009 Employee Stock Option	\$ 10.48	11/07/2013		M	18,761	12/31/2009 03/25/2019	Common Stock 18,761
2012 Employee Stock Option	\$ 10.8	11/07/2013		M	2,954	12/31/2012 03/21/2022	Common Stock 2,954
2009 Employee Stock Option	\$ 10.48	11/12/2013		M	23,239	12/31/2009 03/25/2019	Common Stock 23,239
2012 Employee Stock Option	\$ 10.8	11/12/2013		M	546	12/31/2012 03/22/2022	Common Stock 546

President - RFIG

Signatures

11/14/2013

Date _____

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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